

Law Department

RECORDATION NO. 12719 Filed 1428

APR 6 1981 -3 50 PM



INTERSTATE COMMERCE COMMISSION

EXPRESS MAIL

Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2200

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Ms. M. R. Lee, Room 2303
Recordation Unit

Dear Ms. Lee:

1-050A161 March 30, 1981
No. APR 6 1981
Date APR 6 1981
Fee \$ 10.10
RECORDATION NO. 1428
ICC Washington, D. C.
APR 6 1981 -3 50 PM
INTERSTATE COMMERCE COMMISSION
RECEIVED
APR 6 3 44 PM '81
FEE OPERATIONS
I.C.C.

Enclosed are four executed counterparts of an Amendment dated as of March 1, 1981, to an Agreement dated as of January 1, 1981, among General Motors Corporation (Electro-Motive Division), The Chesapeake and Ohio Railway Company and Chicago South Shore and South Bend Railroad. The Agreement constitutes an interim user agreement, allowing use of the equipment described below pending completion of permanent financing. The Agreement was filed in your office on January 9, 1981, at 9:40 a.m., and assigned Recordation Number 12719. The Agreement will expire according to its terms on the earlier of April 1, 1981, or the date of establishment of such permanent financing. The enclosed Amendment simply extends the term of the Agreement for the period ending on the earlier of June 1, 1981, or the date of the establishment of the permanent financing.

The names and addresses of the parties to the Agreement and the enclosed Amendment are as follows:

Bailor: General Motors Corporation
(Electro-Motive Division)
LaGrange, Illinois 60525

Bailee & Sub-Bailor: The Chesapeake and Ohio Railway Company
P. O. Box 6419
Cleveland, Ohio 44101

Sub-Bailee: Chicago South Shore and South Bend Railroad
North Carroll Avenue
Michigan City, Indiana 46360

The equipment covered by the above documents consists of ten 2000 H.P. GP38-2 locomotives to bear Sub-Bailee's Road Numbers 2000-2009, inclusive, AAR Mechanical Designation: BB. The equipment will be marked "South Shore" or "CSS&SB" or in some other appropriate manner and also will be marked "OWNER-SHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."



The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

Also enclosed is a draft in the amount of \$10 representing the required recordation fee.

Pursuant to the Commission's rules and regulations for recordation of certain documents under 49 U.S.C. § 11303, you are hereby requested to file one of the enclosed counterparts for recordation in your office and return the remaining copies to me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis Recher", with a long horizontal flourish extending to the right.

Louis Recher
Attorney

Enclosure
LR:pm

Interstate Commerce Commission
Washington, D.C. 20423

4/9/81

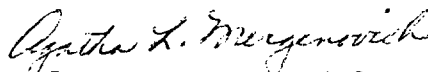
OFFICE OF THE SECRETARY

Louis Recher, Atty.
Chessie System
Terminal Tower
P.O. Box 6413
Cleveland, Ohio 44101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/6/81 at 3:50pm, and assigned re-recording number(s). 12719-A

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

EXECUTED IN 5 COUNTERPARTS

OF WHICH THIS IS NO. 1

RECORDATION NO. 12719 ^{1A}
FILED 1425

APR 6 1981 -3 50 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

Dated as of March 1, 1981

to

INTERIM USER AGREEMENT

Dated as of January 1, 1981

among

GENERAL MOTORS CORPORATION
(Electro-Motive Division),

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

and

CHICAGO SOUTH SHORE AND SOUTH BEND RAILROAD

Covering

10 2000 H.P. Model GP38-2 Locomotives

AGREEMENT, dated as of March 1, 1981, among GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation ("Manufacturer"), THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia Corporation ("C&O"), and CHICAGO SOUTH SHORE AND SOUTH BEND RAILROAD, an Indiana corporation ("South Shore"):

WITNESSETH:

WHEREAS, Manufacturer, C&O and South Shore heretofore entered into an Interim User Agreement dated as of January 1, 1981, providing for the bailment of 10 2000 H.P. Model GP38-2 locomotives ("Locomotives") from Manufacturer to C&O and from C&O to South Shore; and

WHEREAS, said Interim User Agreement will expire according to its terms on the earlier of April 1, 1981, or the date C&O establishes an Equipment Trust Agreement to finance its purchase of the Hopper Cars from Manufacturer; and

WHEREAS, C&O will not have established said Equipment Trust Agreement by April 1, 1981, but hereby represents that such financing arrangement shall be established on or before June 1, 1981.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

The period of bailment provided for in the aforesaid Interim User Agreement shall be extended for the period ending on the earlier of June 1, 1981, or the date of establishment of the above-mentioned C&O Equipment Trust Agreement.

Attest:

(CORPORATE SEAL)



Assistant Secretary

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

By 
Vice-President

Attest:
(CORPORATE SEAL)

Louisa J. Schuady
Secretary

THE CHESAPEAKE AND OHIO
RAILWAY COMPANY

By *L. C. Wright*
Assistant Vice-President
and Treasurer

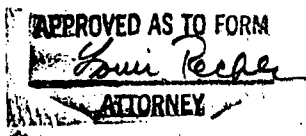
Attest:
(CORPORATE SEAL)

Louisa J. Schuady
Secretary

CHICAGO SOUTH SHORE AND
SOUTH BEND RAILROAD

By *L. C. Wright*
Treasurer

STATE OF ILLINOIS)
COUNTY OF COOK) SS:



On this 2ND day of APRIL, 1981, before me personally appeared P. K. HOGLUND, to me personally known, who, being by me duly sworn, says that he is Vice-President of GENERAL MOTORS CORPORATION (Electro-Motive Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

STATE OF OHIO)
COUNTY OF CUYAHOGA) SS:

Agnes L. Hapke
Notary Public
My Commission Expires
2-10-82

On this 27TH day of MARCH, 1981, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

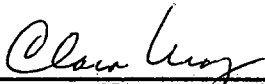
[NOTARIAL SEAL]

Clara Masuga
Notary Public
CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 27TH day of MARCH, 1981, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is Treasurer of CHICAGO SOUTH SHORE AND SOUTH BEND RAILROAD, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



Notary Public
CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984